

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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THE ORCHARD ENTERPRISES, INC.,

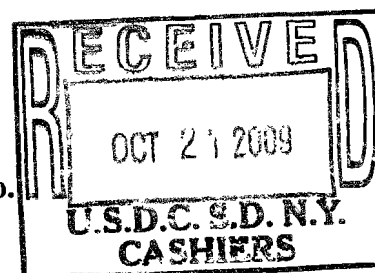
Plaintiff,

v.

IMEEM, INC.,

Defendant.
-----X

Case No.



COMPLAINT

DEMAND FOR JURY TRIAL

ECF CASE

Plaintiff, The Orchard Enterprises, Inc., by its attorney, Anthony Motta, as and for its complaint against the defendant, Imeem, Inc., alleges the following:

PARTIES

1. Plaintiff, The Orchard Enterprises, Inc. ("Orchard") is a Delaware corporation authorized to do business in New York State, with its principal place of business at 23 East 4th Street, 3rd Floor, New York, New York 10003.

2. Orchard is a music industry leader in worldwide digital based aggregation and distribution of digitized music, video and new media to online music retailers, mobile digital retailers, advertising agencies, music supervisors, film and television production companies among others, on its own behalf, and on behalf of record label and artist clients. Orchard holds copyrights registered with the U.S. Copyright Office in musical recordings it distributes (the "Orchard Masters").

3. Orchard Enterprises NY, Inc. ("Orchard NY") is a New York corporation wholly owned by Orchard with its principal place of business at 23 East 4th Street, 3rd Floor, New York,

New York 10003.

4. Upon information and belief, the defendant, Imeem Inc. ("Imeem"), is a Delaware corporation with offices in San Francisco, California and at 37 West 28th Street, New York, New York 10001-4203.

5. Upon information and belief, since approximately October 2004, Imeem has been the operator of the internet website "www.imeem.com" (the "imeem website").

6. The imeem website provides a viral content sharing platform and social networking service, permitting, in part, those who register to establish an account and obtain a password to access sound recordings, videos and other images, to download sound recordings as "ring tones", to play sound recordings and videos as streaming media, to save the sound recordings and videos for future play as streaming media in the form of "playlists", to share "playlists" with third parties, and to permit third parties to add such "play lists" to their profile and their own "playlists".

7. Upon information and belief, Teevee Toons, Inc. d/b/a TVT Records, Debtor ("TVT") is a Delaware corporation authorized to do business in New York State which on or about February 19, 2008 sought Chapter 11 Bankruptcy protection from the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") under Case No. 08-10562 (the "TVT Bankruptcy").

8. Upon information and belief, TVT was an independent record label which over the course of its twenty-five year history produced sound recordings from which it released twenty-five Gold, Platinum and Multi-platinum albums from such artists as Nine Inch Nails, Ja Rule, Lil Jon, Snoop Dogg, the Eastside Boyz, Dashboard Confessional and Ying Yang Twins.

9. TVT owned the sound recordings and the copyrights associated with such sound recordings (the "TVT Masters") of the musical artists signed to it and it duly registered with the U.S. Copyright office "SR" copyrights in the TVT Masters. Attached as part of Exhibit A is a list of the TVT Masters, the SR number assigned each registration, and the date of the registration of each Master with the U.S. Copyright Office.

10. On or about June 26, 2008, the Bankruptcy Court issued a court order in the TVT Bankruptcy approving the sale of certain assets then owned by TVT and authorizing the assumption and assignment of certain executory contracts in connection with the sale of such assets, subject to an auction conducted in accordance with certain approved "Bid Procedures". At the auction, Orchard made the "highest and best offer" for such assets as determined by TVT and the Official Committee of Unsecured Creditors and the Court approved the sale of such assets to Orchard by TVT, subject to the terms of the Asset Purchase Agreement (the "Asset Purchase Agreement") between TVT and Orchard.

11. Pursuant to the Asset Purchase Agreement, Orchard, acquired all sound recordings, recorded masters, and tangible embodiments of sound recordings, the artwork and related rights created in connection therewith, as well as all copyrights and related Intellectual Property rights associated therewith, including, without limitation, the TVT Masters.

12. On or about August 28, 2009, Orchard caused to have the Assignment of Copyrights (the "Assignment") in and to the TVT Masters that was given by TVT to Orchard pursuant to the Asset Purchase Agreement to be recorded in the U.S. Copyright Office. A true and correct copy of the Certificate of Recordation is annexed as Exhibit A.

13. On or about October 2006 a wholly owned subsidiary of Orchard, currently named

Orchard Enterprises NY, Inc., entered into a Content Sales and Snocap Services Agreement with SNOCAP, Inc., an online music distributor and copyright management service known primarily for its "digital fingerprinting technology" ("Snocap" and the "Snocap Agreement").

14. The grant of rights in the Snocap Agreement was limited to the commercial exploitation of master recordings owned or controlled by Orchard NY, via digital download only and specifically not via streaming media. Such grant of rights permitted only promotional "preview clips" defined in the Snocap Agreement as "a digital sample of Your Master not exceeding thirty (30) seconds in duration (except for digital samples in the classical and jazz genre, which shall not exceed sixty (60) seconds in duration)". The distribution fee, as provided under paragraph 2(a) of the Snocap Agreement, refers only to downloads as being subject to such distribution fee.

15. Upon information and belief, in or about February 2008 Imeem acquired Snocap by purchase of shares of its stock and thereby assumed the duties and obligations of Snocap under the Snocap Agreement.

16. Thereafter, Imeem made available at least a portion of the TVT Masters and Orchard Masters by streaming media on the imeem website for a purpose other than as promotional preview clips and for a duration longer than permitted by the Snocap Agreement.

17. On or about June 29, 2009, Jason Pascal, the Vice President and Senior Counsel for Orchard, notified Imeem's counsel, Elizabeth Moody of Davis, Shapiro, Lewit and Hayes, LLP, via e--mail, that Imeem should cease making available for streaming on the imeem site any of the TVT Masters and Orchard Masters unless and until a license agreement was entered into between Imeem and Orchard.

18. Imeem has failed to cease permitting the streaming on the imeem website of the TVT Masters and Orchard Masters.

19. To date at least forty-four (44) albums upon which are embodied individual master recordings and three (3) individual master recordings from the TVT Masters and the Orchard Masters remain available for streaming on the imeem website. (The “Infringed Masters”. A list of the Infringed Masters is attached as Exhibit B.)

JURISDICTION AND VENUE

20. This is a civil action seeking damages and injunctive relief for copyright infringement under the Copyright Law of the United States (the “Copyright Act”), Title 17 U.S.C. §101 *et seq*; and damages under the copyright laws of other countries.

21. This Court has jurisdiction over the subject matter of this action pursuant to 17 U.S.C. §101, *et seq.*, 15 U.S.C. §1121 and pursuant to 28 U.S.C. §1331 and §1338(a).

22. Venue of this case is proper in this district pursuant to 28 U.S.C. §1391(a) and 28 U.S.C. §1400.

FIRST CLAIM FOR COPYRIGHT INFRINGEMENT AGAINST IMEEM

23. Plaintiff repeats the allegations set forth in paragraphs 1 through 22.

25. Through its conduct alleged hereunder, Imeem has infringed and/or has caused the infringement of Orchard's copyrights in and to the Infringed Masters in violation of §106, and pursuant to §501, of the Copyright Act, 17 U.S.C. §§106 and 501, and under the laws of the various countries in which Imeem has made available the Infringed Masters for interactive streaming and public performance.

26. Each infringement by Imeem of Orchard's copyright in a master forming part of the Infringed Masters constitutes a separate and distinct act of infringement. Imeem's acts of infringement were willful, intentional, purposeful, in disregard and/or indifferent to the rights of Orchard.

27. As a direct and proximate result of said infringements by Imeem, Orchard is entitled to damages in an amount to be proven at trial which Orchard cannot presently ascertain or compute.

28. Orchard is also entitled to Imeem's profits attributable to each separate infringement pursuant to 17 U.S.C. §504. Orchard also is entitled to an accounting of all gross proceeds received by Imeem, directly or indirectly, from all uses of the Infringed Masters and request is hereby made that the Court order Imeem to render such an accounting of, and impose a constructive trust for the benefit of Orchard, with respect to such profits.

29. Alternatively, Orchard is entitled to statutory damages with respect to the Infringed Masters for which copyright registrations have been obtained, pursuant to 17 U.S.C. §504 (c), in the amount of \$150,000.00 for each infringement by Imeem, or for such other amounts as may be proper under 17 U.S.C. §504(c).

30. Orchard is further entitled to an award of its attorney's fees and full costs in the commencement and prosecution of this action pursuant to 17 U.S.C. §505.

31. As a direct and proximate result of the foregoing acts and conduct, Orchard has sustained and will continue to sustain substantial, immediate, and irreparable injury, for which there is no adequate remedy at law. Unless Imeem is enjoined and restrained by this Court, Imeem will continue to infringe the copyrights in and to Infringed Masters by making them

available on the imeem website. Such infringement will, among other irreparable harm and damages, cause Orchard irreparable harm by damaging its goodwill and reputation and by destroying the commercial market for the Infringed Masters, causing Orchard to lose the benefits to which it is entitled based upon its rights in and to the copyrights in the Infringed Masters and based upon Orchard's extensive investment of time, effort and money in purchasing and promoting the Infringed Masters. Orchard is therefore entitled to the issuance of preliminary and permanent injunctive relief as against Imeem from engaging in its wrongful acts, as alleged herein.

**SECOND CLAIM AGAINST IMEEM
FOR COMMON LAW UNJUST ENRICHMENT**

32. Orchard repeats the allegations set forth in paragraphs 1-31.

33. Upon information and belief, Imeem has been and will continue to be unjustly enriched as a result of its unauthorized use of Orchard Masters for interactive streaming, thereby depriving Orchard of revenues it rightfully should receive.

34. By the acts described hereunder, Imeem has retained revenues to which it is not equitably or legally entitled, and is thereby unjustly enriched at Orchard's expense, in violation of the common law of the State of New York.

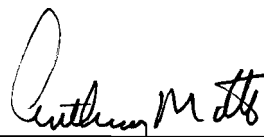
35. Imeem's acts have caused, and will continue to cause, irreparable injury to Orchard. Orchard has no adequate remedy at law and is thus damaged in an amount not yet determined.

WHEREFORE, Orchard demands judgment:

a) For a preliminary and permanent injunction enjoining Imeem and all persons acting in concert with it from

- i) Copying, reproducing, making available for interactive streaming, performing, promoting, advertising and distributing any of the Infringed Masters, or artwork, or performing any material that is substantially similar to the Infringed Masters and to deliver to the Court for destruction or other reasonable disposition all such material and means for producing same in Imeem's possession or control; and
 - ii) attempting, causing or assisting any of the above actions to occur.
- b) For actual damages and Imeem's profits in an amount in excess of \$150,000 to be determined at trial.
- c) For statutory damages pursuant to 17 U.S.C. §504.
- d) For an accounting of, and imposition of a constructive trust with respect to Imeem's proceeds and profits attributable to their infringements of Orchard's copyrights in and to the Infringed Masters and artwork.
- e) For interest on the damages awarded plaintiff.
- f) For its reasonable attorney's fees and costs.
- g) For such other and further relief as the Court deems just and proper.

Dated: New York, New York
October 14, 2009.



ANTHONY MOTTA (AM-1648)
Attorney for Plaintiff
50 Broadway, Suite 2202
New York, N.Y. 10004
Tel: (212) 791-7360
Fax: (212) 791-7468

EXHIBIT A



Certificate of Recordation

This is to certify that the attached document was recorded
in the Copyright Office on the date and in the place shown below.

This certificate is issued under the seal of the
United States Copyright Office.

DATE OF RECORDATION

28Aug09

VOLUME

DOC. NO.

3579

333

VOLUME

DOC. NO.

Marybeth Peters

Register of Copyrights and
Associate Librarian for Copyright Services



Document Cover Sheet

UNITED STATES COPYRIGHT OFFICE

Copyright Office fees are subject to change.
For current fees check the Copyright Office website at
www.copyright.gov, write to the Copyright Office,
or call (202) 707-3000.

For Recordation of Documents

Volume 3579 Document 333

Volume _____ Document _____

Date of recordation M AUG 28 2009
(ASSIGNED BY THE COPYRIGHT OFFICE)

Funds received _____

DO NOT WRITE ABOVE THIS LINE • SEE INSTRUCTIONS ON REVERSE

To the Register of Copyrights: Please record the accompanying original document or properly certified copy thereof.

1 First party name given in the document The Orchard Enterprises, Inc.
(IMPORTANT: Please read instruction for this and other spaces.)
2 First title given in the document 1776 New Broadway Cast Recording
3 Total number of titles in the document 317 ✓
4 Amount of fee calculated \$1,545.00

5 Fee enclosed ☐ Check ☐ Money order
☒ Fee authorized to be charged to copyright deposit account Thomson Copyright **001784**

Deposit account number _____

Deposit account name _____

6 Completeness of document ☒ Document is complete by its own terms ☐ Document is not complete. Record "as is."
IMPORTANT NOTE: A request to record a document "as is" under 37 CFR §201.4(c)(2) is an assertion that: (a) the attachment is completely unavailable for recordation; (b) the attachment is not essential to the identification of the subject matter of the document; and (c) it would be impossible or wholly impracticable to have the parties to the document sign or initial a deletion of the reference to the attachment.

7 Certification of Photocopied Document Complete this certification if a photocopy of the original signed document is substituted for a document bearing the actual original signature.
NOTE: This space may not be used for documents that require an official certification.

I declare under penalty of perjury that the accompanying document is a true and correct copy of the original document.

Signature _____ Date August 27, 2009

Duly authorized agent of The Orchard Enterprises, Inc.

8 Return to: Name The Orchard attn: Chris Lauterbach

Number/street 23 East 4th Street Apt/suite 3rd Floor

City New York State NY Zip 10003

Phone number (646) 472-1854 Fax number 1-866-625-7384

Email clauterbach@theorchard.com

GRANT OF COPYRIGHT INTEREST

V3579 D333

Page 1

WHEREAS, THE ORCHARD ENTERPRISES, INC., a Delaware corporation ("**Orchard**") has entered into an Asset Purchase Agreement dated as of July 3, 2008 (the "**APA**") with TeeVee Toons, Inc. d/b/a TVT Records ("**TVT**"); and

WHEREAS, by order of the United States Bankruptcy Court for the Southern District of New York, in re: TVT Toons, Inc. d/b/a TVT Records, Debtor, Case No. 08-10562 (ALG), entered on June 26, 2008, Orchard has acquired substantially all of TVT's assets;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the APA, TVT hereby grants to Orchard all of TVT's right, title and interest in and to the following (the "**Acquired Copyrights**"):

- (i) all rights, title and interest (including rights acquired pursuant to a license or otherwise) under copyright in various published and unpublished works of authorship (including, without limitation, the works set forth on Schedule A annexed hereto) (collectively, the "**Copyrights**"), all copyright registrations issued to TVT and applications for copyright registration that have been or may hereafter be issued or applied for thereon in the United States and any state thereof (collectively, the "**Copyright Registrations**"), all common law and other rights in and to the Copyrights in the United States and any state thereof (but with respect to such copyright licenses, only to the extent permitted by such licensing arrangements) (the "**Copyright Rights**"), including, without limitation, each of the Copyrights, rights, titles, and interests in and to the Copyrights, all derivative works and other works protectable by copyright, which are presently, or in the future may be, owned, created (as a work for hire for the benefit of TVT), authored (as a work for hire for the benefit of TVT), or acquired by TVT, in whole or in part, and all Copyright Rights with respect thereto and all Copyright Registrations therefore, including all proceeds thereof, the right (but not the obligation) to sue in the name of TVT for past, present and future infringements of the Copyright and Copyright Rights; and
- (ii) all proceeds, products, rents, and profits of or from any and all of the foregoing Acquired Copyrights and, to the extent not otherwise included, all payments under insurance (whether or not Orchard is the loss payee thereof), or any indemnity, warranty or guaranty, payable by reason of loss or damage to or otherwise with respect to any of the foregoing Acquired Copyrights. For this Grant of Copyright Interest, the term "**proceeds**" includes whatever is receivable or received when Acquired Copyrights or proceeds are sold, licensed, exchanged, collected or otherwise disposed of, whether such disposition is voluntary or involuntary.

IN WITNESS WHEREOF, Orchard has caused this Grant of Copyright Interest to be duly executed and delivered by its officer thereunto duly authorized as of the 27th day of August, 2009.

The Orchard Enterprises, Inc.

By: 

Jason Pascal, Vice President & Senior Counsel

V3579 D333



Schedule A

V3579 D333
Page 2

TITLE	REGISTRATION #	REGISTRATION DATE
1776 NEW BROADWAY CAST RECORDING	SR-266-994	01-Jun-00
213 - GROUPIE LUV (WARREN G REMIXES) (SINGLE)	SR-364-747	24-Jan-05
213 - THE HARD WAY	SR-357-360	25-Aug-04
2GETHER-2GETHER	SR-266-960	02-May-00
2GETHER-AGAIN	SR-271-432	03-Oct-00
2GETHER-THE HARDEST PART OF BREAKING UP	SR-287-353	03-Oct-00
3000 MILES TO GRACELAND MOTION PICTURE SOUNDTRACK	SR-301-872	13-Nov-01
A DAY FOR HONEY - A DAY FOR HONEY	SR-280-570	05-Jun-00
ADDICTED TO LOVE-ORIGINAL MOTION PIX SDTRK	SR-280-757	05-Jun-00
AFX-ANALOGUE BUBBLEBATH	SR-267-000	01-Jun-00
AFX-ANALOGUE BUBBLEBATH	SR-298-330	26-Oct-01
AFX-ANALOGUE BUBBLEBATH	VA-596-915	19-Dec-94
AFX-ANALOGUE BUBBLEBATH	VA-1-014-364	26-Oct-01
ALL OVER ME-ORIGINAL MOTION PIX SOUNDTRACK	SR-280-564	05-Jun-00
AMBULANCE - LP	SR-357-118	04-Oct-04
AMBULANCE - NEW ENGLISH EP	SR-386-075	17-Apr-06
BEN SCHULTZ - TRI ALITY	SR-171-929	27-Aug-93
BENDER-JEHOVAH'S HITLIST	SR-267-025	13-Jun-00
BIRDBRAIN-BLISS	SR-280-571	05-Jun-00
BIRDBRAIN-LET'S BE NICE	SR-280-576	05-Jun-00
BLADE-ORIGINAL MOTION PICTURE SOUNDTRACK	SR-266-999	11-Jun-00
Blue Epic - Love & Hate EP	SR-359-854	22-Mar-05
BLUNT SPECIAL BLENDS	SR-281-672	13-Jun-00
BOB MINTZER QUARTET - QUALITY TIME	SR-282-065	13-Jun-00
BOBAFLEX - APOLOGIZE FOR NOTHING	SR 379-544	07-Dec-05
BOBAFLEX - TALES FROM DIRT TOWN	SR 613-523	30-Nov-07
BOBBY KONERS & JABBA-ON DA REGGAE TIP	SR-282-246	13-Jun-00
BOUNTY KILLER-FIFTH ELEMENT	SR-267-003	01-Jun-00
BOUNTY KILLER-MY EXPERIENCE	SR-267-022	13-Jun-00
BOUNTY KILLER-NEXT MILLENIUM	SR-267-023	13-Jun-00
BRIAN JONESTOWN MASSACRE-LOVE	SR-350-934	18-Jun-04
BRIAN JONESTOWN MASSACRE-STRUNG OUT IN HEAVEN	SR-264-138	02-Apr-99
BUCK-O-NINE - PASS THE DUTCHIE	SR-280-747	05-Jun-00
BUCK-O-NINE - PASS THE DUTCHIE	SR-298-320	26-Oct-01
BUCK-O-NINE - TWENTY EIGHT TEETH	SR-267-001	01-Jun-00
BUCK-O-NINE-LIBIDO	SR-280-916	05-Jun-00
BUFFY THE VAMPIRE SLAYER - THE ALBUM	SR-266-962	02-May-00
CASH MONEY CLICK-4 MY CLICK	SR-281-687	13-Jun-00
CATHERINE-HOT SAKI & BEDTIME STORIES	SR-280-765	05-Jun-00
CATHERINE-SLEEPY	SR-280-681	05-Jun-00
CATHERINE-SORRY	SR-280-763	05-Jun-00
CLOSURE-CLOSURE	SR-357-119	04-Oct-04
CONSPIRACY THEORY-MOTION PICTURE SCORE ALBUM	SR-280-683	05-Jun-00
COURSE OF EMPIRE-TELEPATHIC LAST WORDS	SR-282-247	13-Jun-00
CRUNCH	SR-303-777	13-Nov-01
CRUNK & DISORDERLY	SR-357-130	04-Oct-04
CRUNK CLASSICS	SR-357-134	04-Oct-04
CRUNK HITS VOL.2	SR-395-191	23-Oct-06
D*NOTE-BABEL	SR-280-939	05-Jun-00
D*NOTE-CRIMINAL JUSTICE	SR-280-682	05-Jun-00
DA MUSICIANZ - DA MUSICIANZ	SR-386-715	02-Jun-06
DANCEHALL KINGS II - VARIOUS ARTISTS	SR-271-405	13-Jun-00
DANCEHALL KINGS VOL 3-VARIOUS ARTISTS	SR-281-683	13-Jun-00
DANCEHALL KINGS-VARIOUS ARTISTS	SR-271-407	13-Jun-00
DANCEHALL QUEENS-VARIOUS ARTISTS	SR-271-406	13-Jun-00
DARK CITY-SOUNDTRACK & SCORE	SR-280-745	05-Jun-00
DAYINTHELIFE-DAYINTHELIFE	SR-271-397	12-Mar-01
DEFAULT - ONE THING REMAINS	SR 379-542	07-Dec-05
DEFAULT - THE FALLOUT	SR-301-869	13-Nov-01
DEFAULT - THE FALLOUT LIMITED EDITION	SR 357-147	04-Oct-04

600

Schedule A

V3579 D333

Page 3

TITLE	REGISTRATION #	REGISTRATION DATE
DEFAULT-ELOCATION	SR-357-117	04-Oct-04
DEVIL'S ADVOCATE-MUSIC FROM THE MOTION PICTURE	SR-280-805	05-Jun-00
DJ HURRICANE - CONNECT	SR-287-352	03-Oct-00
DJ HURRICANE-DON'T SLEEP	SR-301-882	13-Nov-01
DOGGY'S ANGELS - PLEEZBALEVIT	SR-301-884	13-Nov-01
DOGGY'S ANGELS-RIDAZ WITH ME	SR-271-444	03-Oct-00
EBN-BEHAVIOR MODIFICATION/WE WILL ROCK YOU	SR-281-815	13-Jun-00
EBN-TELECOMMUNICATION BREAKDOWN	SR-280-940	05-Jun-00
EN ESCH - CONFIDENCE	SR-359-823	22-Mar-05
EN ESCH-CHEESY	SR-281-692	13-Jun-00
FARGO/BARTON FINK SCORE	SR-280-764	05-Jun-00
FELIX HERNANDEZ PRESENTS-RHYTHM REVUE	SR-281-673	13-Jun-00
FLEDGLING	SR-281-685	13-Jun-00
FOLLIES-THE COMPLETE RECORDING	SR-267-005	01-Jun-00
G/Z/R-PLASTIC PLANET	SR-280-684	05-Jun-00
GEEZER-BLACK SCIENCE	SR-280-746	05-Jun-00
GEORGE HUNTLEY-BRAINJUNK	SR-282-509	13-Jun-00
GIL SCOTT-HERON-SPIRITS	SR-280-568	05-Jun-00
GIRL, INTERRUPTED-SOUNDTRACK	SR-266-969	10-May-00
GOT TVT-VARIOUS ARTISTS	SR-281-677	13-Jun-00
GRAVITY KILLS - GUILTY	SR-359-822	22-Mar-05
GRAVITY KILLS-GRAVITY KILLS	SR-266-995	01-Jun-00
GRAVITY KILLS-PERVERSION	SR-179-336	09-Jun-98
GRUMPIER OLD MEN-SOUNDTRACK	SR-280-759	05-Jun-00
GUIDED BY VOICES - DO THE COLLAPSE	SR-266-966	02-May-00
GUIDED BY VOICES - ISOLATION DRILLS	SR-301-883	13-Nov-01
GUIDED BY VOICES-HOLD ON HOPE EP	SR-267-024	13-Jun-00
HAPPY ACCIDENTS - OMPST	SR-301-889	13-Nov-01
HEAVY-ORIGINAL MP SOUNDTRACK	SR-280-806	05-Jun-00
HIDEAWAY-MUSIC FROM THE MOTION PICTURE	SR-280-915	05-Jun-00
HI-LO COUNTRY-SOUNDTRACK	SR-281-659	13-Jun-00
IGNITE-A PLACE CALLED HOME	SR-274-911	10-Jul-00
JACK RUBIES-FASCINATING VACATION	SR-172-219	27-Aug-93
JACK RUBIES-SEE THE MONEY...	SR-168-590	27-Aug-93
JACKI O - POE LITTLE RICH GIRL	SR-363-815	24-Jan-05
JINGLE ALL THE WAY-ORIGINAL MOTION PIC SDTK	SR-280-679	05-Jun-00
JON JARVIS TRIO - HEAR NO EVIL	SR-281-686	13-Jun-00
JON JARVIS TRIO-NEVER NEVER LAND	SR-282-064	13-Jun-00
Just Jack - Overtones	SR-610-485	9/24/07
JUST JACK - THE OUTER MARKER	SR-357-113	04-Oct-04
JUSTER	SR-281-816	13-Jun-00
JUSTER - I REMEMBER THAT NIGHT	SR-217-890	03-Sep-96
KAMA SUTRA-ORIGINAL MOTION PICTURE SDTK	SR-280-804	05-Jun-00
KINSU - HUBBA BUBBA BABY	SR-282-507	13-Jun-00
KINSU-CONSENSUAL SEX	SR-280-918	05-Jun-00
LA FEMME NIKITA-ORIGINAL TV SOUNDTRACK	SR-280-573	05-Jun-00
LATANYA-IF YOU PLAY YOUR CARDS RIGHT	SR-282-260	13-Jun-00
LATANYA-KEYS	SR-282-243	13-Jun-00
LATANYA-LATANYA	SR-271-431	03-Oct-00
LATANYA-WHAT U ON	SR-282-259	13-Jun-00
LIL JON - SNAP YO FINGERS	SR-393-963	13-Jun-06
LIL JON & THE EAST SIDE BOYZ - CRUNK JUICE	SR-361-069	01-Dec-04
LIL JON & THE EAST SIDE BOYZ - CRUNK JUICE (LIMITED EDITION)	SR-361-071	02-Dec-04
LIL JON & THE EAST SIDE BOYZ - KINGS OF CRUNK	SR-357-115	04-Oct-04
LIL JON & THE EAST SIDE BOYZ-PART II	SR-357-148	04-Oct-04
LIL JON & THE EASTSIDE BOYZ - PUT YO HOOD UP	SR-303-082	14-Nov-01
LOST IN SPACE-SOUNDTRACK	SR-258-725	07-Feb-00
Love and A Bullet-Soundtrack	SR-359-852	22-Mar-05
Lumidee-Unexpected	SR-610-509	9/24/07
MAGNIFIED-STAND IN TRAFFIC	SR-280-761	05-Jun-00

Schedule A

V3579 D333

Page 4

TITLE	REGISTRATION #	REGISTRATION DATE
MARCOS HERNANDEZ - C ABOUT ME	SR-379-541	07-Dec-05
ME & MY BROTHER	SR-357-129	04-Oct-04
MIC GERONIMO-IT'S REAL	SR-284-201	13-Jun-00
MIC GERONIMO-THE NATURAL	SR-271-398	13-Jun-00
MIC GERONIMO-VENDETTA	SR-271-399	13-Jun-00
MISS CONGENIALITY - O.M.P.S.T.	SR-301-870	13-Nov-01
MODERN ENGLISH-I MELT WITH YOU	SR-175-624	27-Aug-93
MODERN ENGLISH-PILLOW LIPS	SR-171-401	27-Aug-93
MOOD-DOOM	SR-271-404	13-Jun-00
MY FELLOW AMERICANS-ORIGINAL MP SDTK	SR-281-662	13-Jun-00
NARC - MUSIC FROM THE MOTION PICTURE	SR-357-123	04-Oct-04
NASHVILLE PUSSY-HIGH AS HELL	SR-267-026	13-Jun-00
NAUGHTY BY NATURE - IICONS	SR-357-135	04-Oct-04
NBC: A SOUNDTRACK OF MUST SEE TV	SR-357-126	04-Oct-04
NEXT UP:RAP'S NEW GENERATIONS-BLUNT BLENDS VOL2	SR-274-917	10-Jul-00
NEXT UP:RAP'S NEW GENERATIONS-BLUNT BLENDS VOL2	SR-300-405	09-Nov-01
New Years Day-My Dear	SR-610-487	9/24/07
NO MERCY-SOUNDTRACK	SR-285-334	13-Jul-00
NOTHINGFACE - SKELETONS	SR-357-133	04-Oct-04
NOTHINGFACE-VIOLENCE	SR-301-875	13-Nov-01
OPEN WATER - ORIGINAL MOTION PICTURE SCORE	SR-357-132	04-Oct-04
PARTY MONSTER - ORIGINAL MOTION PICTURE SOUNDTRACK	SR-357-128	04-Oct-04
PAY THE GIRL - PAY THE GIRL	SR-329-251	17-Mar-03
PHAT BEACH-ORIGINAL MP SOUNDTRACK	SR-280-567	05-Jun-00
PITBULL - EL MARIEL	SR-396-336	06-Nov-06
PITBULL - EL MARIEL - BEST BUY EXCLUSIVE	PA-1-618-617	31-Aug-07
PITBULL - EN LA ESQUINA - MP3 ONLY	SRU-651-504	23-Apr-07
PITBULL - "GUILTY BY ASSOCIATION" FROM EL MARIEL - TARGET EXCLUSIVE	SR-612-261	8/31/07
PITBULL - M.I.A.M.I. (MONEY IS A MAJOR ISSUE)	SR-357-121	04-Oct-04
PITBULL - MONEY IS STILL A MAJOR ISSUE	SR-386-679	17-Apr-06
PITBULL - STICKY ICKY (SINGLE)	SR-609-899	31-Aug-07
PITBULL - STICKY ICKY GOIN' LOCAL - MP3 ONLY	SR-609-910	31-Aug-07
PITBULL - THE BOATLIFT	SR 613-522	30-Nov-07
PORTABLE-PORTABLE	SR-281-684	13-Jun-00
PORTABLE-SECRET LIFE	SR-271-396	12-Mar-01
RAM-Z-LET ME BE THE ONE	SR-287-351	03-Oct-00
RISE ROBOTS RISE	SR-168-376	21-Jul-93
RISE ROBOTS RISE - SPAWN	SR-185-056	17-Feb-94
RISE ROBOTS RISE-IF I ONLY KNEW	SR-168-375	21-Jul-93
ROCK HARD: TVT ROCK 2000	SR-274-914	10-Jul-00
ROYAL FINGERBOWL-GREYHOUND AFTERNOONS	SR-287-339	03-Oct-00
ROYAL FINGERBOWL-HAPPY BIRTHDAY SABO	SR-280-914	05-Jun-00
ROYAL FLUSH-GHETTO MILLIONAIRE	SR-281-665	19-Aug-97
RUN LOLA RUN-ORIGINAL MOTION PICTURE SOUNDTRACK	SR-266-963	02-May-00
SANDRA BERNHARD-I'M STILL HERE...DAMN IT!	SR-281-666	05-Jul-00
SCARE DEM CREW-SCARED FROM THE CRYPT	SR-280-758	05-Jun-00
SCARY MOVIE:ORIGINAL MOTION PICTURE SOUNDTRACK	SR-274-916	10-Jul-00
SCI-FI'S GREATEST HITS V1-FINAL FRONTIERS	SR-288-331	13-Jun-00
SCI-FI'S GREATEST HITS V2-THE DARK SIDE	SR-281-690	13-Jun-00
SCI-FI'S GREATEST HITS V3-THE UNINVITED	SR-281-679	13-Jun-00
SCI-FI'S GREATEST HITS V4-DEFENDERS OF JUSTICE	SR-281-688	13-Jun-00
SEASONS	SR-357-120	04-Oct-04
SEVEN SIMONS-FOUR TWENTY-FOUR	SR-168-589	27-Aug-93
SEVENDUST - ANIMOSITY	SR-357-116	04-Oct-04
SEVENDUST - HOME	SR-266-964	02-May-00
SEVENDUST - HOME	SR-276-209	01-Mar-00
SEVENDUST - SEVENDUST	SR-255-574	30-Oct-98
SEVENDUST - SOUTHSIDE DOUBLE-WIDE ACOUSTIC LIVE	SR 357-149	04-Oct-04
SEVEN-ORIGINAL M.P. SOUNDTRACK	SR-267-006	01-Jun-00
SHAKE WHAT YOUR MAMA GAVE YA	SR-282-258	13-Jun-00

Schedule A

V3579 D333

Page 5

TITLE	REGISTRATION #	REGISTRATION DATE
SLO LEAK-WHEN THE CLOCK STRIKES 12	SR-280-762	05-Jun-00
SMOKE SIGNALS-ORIGINAL MOTION PICTURE SDTK	SR-280-919	05-Jun-00
SNATCH ORIGINAL MOTION PICTURE SOUNDTRACK	SR-357-127	04-Oct-04
SNOOP DOGG PRESENTS THA EASTSIDAZ (CLEAN)	SR-266-961	02-May-00
SOMEONE LIKE YOU - O.M.P.S.T.	SR-301-874	13-Nov-01
SOUNDTRACK - MUSIC INSPIRED BY BAADASSSSSCINEMA THE SOUNDS OF BLAXPLOITATION	SR-359-835	22-Mar-05
SPECIES 2-SOUNDTRACK	SR-280-756	05-Jun-00
SPEECH-HOOPLA	SR-266-965	02-May-00
SPOOKEY RUBEN-MODES OF TRANSPORTATION	SR-280-680	05-Jun-00
SPOOKEY RUBEN-WENDY MCDONALD	SR-280-574	05-Jun-00
STARSKY & HUTCH - ORIGINAL MOTION PICTURE SOUNDTRACK	SR-357-122	04-Oct-04
STILLSUIT-AT THE SPEED OF LIGHT	SR-280-807	05-Jun-00
STRANGELAND-ORIGINAL MOTION PICTURE SDTK	SR-266-997	13-Jun-00
Supa DJ Dmitry-Don't Talk Me Down	SR-370-802	05-Jul-05
Super Troopers-Soundtrack	SR-359-856	22-Mar-05
SURVIVOR - OFFICIAL PARTY SURVIVAL KIT	SR-301-885	13-Nov-01
SURVIVOR-ORIGINAL SOUNDTRACK TO CBS TV SHOW	SR-357-125	04-Oct-04
Swimfan-Soundtrack	SR-366-999	22-Mar-05
TARA THOMAS-WHEN YOU'RE IN LOVE	SR-281-670	13-Jun-00
TEEDRA MOSES - COMPLEX SIMPLICITY	SR-375-131	04-Oct-04
THA EASTSIDAZ - DUCES N TRAYS	SR-301-871	13-Nov-01
THE BALDWIN BROTHERS - RETURN OF THE GOLDEN RHODES	SR-394-145	23-Oct-06
THE BIG HIT-SOUNDTRACK	SR-280-572	05-Jun-00
THE BLUE VAN - DEAR INDEPENDENCE	SR-396-319	06-Nov-06
THE CINEMATICS - A STRANGE EDUCATION	SR-610-493	7-Feb-08
THE CORDS - GASPING EP	SR-281-675	13-Jun-00
THE CORDS - TARUS NO BULL	SR-189-952	14-Jul-93
THE FAN-MUSIC FROM THE MOTION PICTURE	SR-280-563	05-Jun-00
THE HOLLOWAYS- SO THIS IS GREAT BRITAIN	SR-610-507	9/24/07
THE KICKS - HELLO HONG KONG	SR-357-124	04-Oct-04
THE LAST SUPPER-ORIGINAL M.P. SOUNDTRACK	SR-280-542	05-Jun-00
The Polyphonic Spree-The Fragile Army	SR-610-510	9/2/4/07
THE SAINTS-ALL FOOLS DAY	SR-280-565	05-Jun-00
THE SAINTS-PRODIGAL SON	SR-280-678	05-Jun-00
THE STRAYS - LE FUTUR NOIR	SR-395-192	23-Oct-06
THE UNBAND-RETARDER	SR-267-002	01-Jun-00
Three Merry Widows - Which Dreamed It?	SR-170-400	27-Aug-93
TIMELORDS-DOCTORIN THE TARDIS	SR-284-212	13-Jul-00
TIMELORDS-THE HISTORY OF THE JAMS	SR-280-556	05-Jun-00
TOWERS OF LONDON - BLOOD SWEAT & TOWERS	SR-392-895	23-Aug-06
TRAFFIC ORIGINAL MOTION PICTURE SOUNDTRACK	SR-301-886	13-Nov-01
TRINITY HI-FI - FUEGO	SR-301-888	13-Nov-01
TSAR - BAND-GIRLS-MONEY	SR 365-997	17-Aug-05
Twisted Black-Street Fame	SR-610-506	9/24/07
TWO IF BY SEA-ORIGINAL M.P. SOUNDTRACK	SR-280-760	05-Jun-00
V/A - BUDWEISER PRESENTS FRANKIE AND LOUIE'S GREATEST HITS	SR-359-836	22-Mar-05
V/A - CRUNK HITS	SR 379-543	07-Dec-05
V/A - CRUNK HITS (DVD)	SR-379-543	07-Dec-05
V/A - Crunk Hits Volume 3	SR-399-466	12-Jan-07
V/A - Hyphy Hitz	SR-399-469	12-Jan-07
Vallejo-Vallejo	SR-228-695	14-Jan-99
Vallejo-Beautiful Life	SR-228-694	14-Jan-99
VISION OF DISORDER- FROM BLISS TO DEVASTATION	SR-301-887	13-Nov-01
WALKING AND TALKING-MUSIC FROM THE MIRAMIX PIX	SR-280-569	05-Jun-00
WHAT U GON' DO (PROMO SINGLE)	SR-364-746	24-Jan-05
WHIPPED-ORIGINAL MOTION PICTURE SOUNTRACK	SR-271-433	03-Oct-00
WHITE BOYS SOUNDTRACK	SR-266-967	02-May-00
WHORIDAS-HIGH TIMES	SR-280-575	15-Jun-00
WHORIDAS-HIGH TIMES	SR-298-325	26-Oct-01
WIZARD OF OZ-CAST RECORDING	SR-267-004	01-Jun-00

Schedule A

V3579 D333

Page 6

TITLE	REGISTRATION #	REGISTRATION DATE
XTC-TRANSISTOR BLAST	SR-267-021	13-Jun-00
YING YANG TWINS - CHEMICALLY IMBALANCED	SR-398-330	29-Nov-06
YING YANG TWINS - GEORGIA DOME (SINGLE)	SRu-505-655	17-Mar-03
YING YANG TWINS - HALFTIME (SINGLE)	SR-365-127	24-Jan-05
YING YANG TWINS - MY BROTHER AND ME	SR-360-932	24-Jan-05
YING YANG TWINS - NAGGIN'	SRu-505-653	17-Mar-03
YING YANG TWINS - U.S.A STILL UNITED	SR-383-256	06-Feb-06
YING YANG TWINS - U.S.A. (United State of Atlanta)	SR 365-986	17-Aug-05
YO GOTTI - BACK 2 DA BASICS	SR-386-726	02-Jun-06
YO GOTTI - BACK 2 DA BASICS SLICED & SCREWED	SR-396-337	06-Nov-06
Ambulance Ltd. - Stay Where You Are	PA 1-282-938	1-Jun-01
Da Musicianz - Camera Phone	PA-1-326-415	21-May-02
Lil Jon - Snap Yo Fingers	PA-1-326-414	18-May-02
Lil Jon & The East Side Boyz - Real Nigga Roll Call	PA-1-269-730	23-Jan-01
Lil Jon & The East Side Boyz - What U Gon' Do	PA-1-269-731	23-Jan-01
Marcos Hernandez - If You Were Mine	PA-1-305-879	11-Dec-01
Pitbull - Bojangles	PA-1-348-366	24-Oct-02
Pitbull - Toma	PA-1-282-939	1-Jun-01
Sevendust - Live and Loud	PA-973-997	13-Jun-00
Sevendust - Retrospect	PA-1-100-729	13-Nov-01
The A'z - Yadadamean	PA-1-378-693	11-Jan-03
The Strays - Life Support	PA-1-307-318	5-Feb-02
Towers of London - On A Noose	PA-1-283-143	8-Jun-01
Tsar - Band-Girls-Money	PA-1-295-091	16-Aug-01
Ying Yang Twins - Badd	PA-1-304-257	4-Jul-01
Ying Yang Twins-Dangerous	PA-1-346-747	5-Nov-02
Ying Yang Twins - Wait	PA-1-282-940	1-Jun-01
Ying Yang Twins feat. Pitbull - Shake	PA-1-305-868	11-Dec-01
Yo Gotti - Gangsta Party	PA-1-316-003	9-Apr-02
AMBULANCE - EP	IN PROCESS	IN PROCESS
BOBAFLEX - PRETTY RAZORS (MP3 ONLY)	IN PROCESS	IN PROCESS
COUNRTI BOI - I'm A BOSS! (DIGITAL RELEASE ONLY)	IN PROCESS	IN PROCESS
DUDE 'N NEM - WATCH MY FEET (DIGITAL RELEASE ONLY)	IN PROCESS	IN PROCESS
DUDE 'N NEM - WATCH MY FEET (VIDEO)	IN PROCESS	IN PROCESS
Full Force-Still Standing	IN PROCESS	IN PROCESS
KEKE WYATT - GHETTO ROSE (DIGITAL RELEASE ONLY)	IN PROCESS	IN PROCESS
Lil Jon-Act A Fool	IN PROCESS	IN PROCESS
Lumidee-CRAZY (VIDEO)	IN PROCESS	IN PROCESS
Magic-Shorty	IN PROCESS	IN PROCESS
New Years Day-LET'S TOAST	IN PROCESS	IN PROCESS
New Years Day-I WAS RIGHT (VIDEO)	IN PROCESS	IN PROCESS
O-SOLO - MONSTA (DIGITAL RELEASE ONLY)	IN PROCESS	IN PROCESS
PITBULL - "LEMONHEAD DELIGHT" FROM EL MARIEL - TRANSWORLD EXCLUSIVE	IN PROCESS	IN PROCESS
PITBULL - "SE ACABO" FROM EL MARIEL - WALMART EXCLUSIVE	IN PROCESS	IN PROCESS
PITBULL - EL MARIEL (VIDEO VERSION) - digital version	IN PROCESS	IN PROCESS
PITBULL - EL MARIEL W/ "WE RUN THIS" (BONUS TRACK) - MP3 ONLY	IN PROCESS	IN PROCESS
PITBULL - GOON (MP3 ONLY)	IN PROCESS	IN PROCESS
PITBULL - GO GIRL (VIDEO)	IN PROCESS	IN PROCESS
PITBULL - SECRET ADMIRER (VIDEO)	IN PROCESS	IN PROCESS
Supa DJ Dmitry-Scream of Consciousness	IN PROCESS	IN PROCESS
THE A'Z - NO DOUBT ABOUT IT (MP3 ONLY)	IN PROCESS	IN PROCESS
THE A'Z - YADADAMEAN (DIGITAL RELEASE ONLY)	IN PROCESS	IN PROCESS
The Baldwin Brothers - Cooking With Lasers	IN PROCESS	IN PROCESS
The Blue Van-The Art Of Rolling	IN PROCESS	IN PROCESS
THE CINEMATICS - LIVE SESSIONS (ITUNES EXCLUSIVE)	IN PROCESS	IN PROCESS
THE CINEMATICS - box (MP3 ONLY)	IN PROCESS	IN PROCESS
THE CINEMATICS - HOME (MP3 ONLY)	IN PROCESS	IN PROCESS
THE CINEMATICS - HOME (VIDEO)	IN PROCESS	IN PROCESS
THE CINEMATICS - KEEP FORGETTING (VIDEO)	IN PROCESS	IN PROCESS
THE HOLLOWAYS- MOST LONELY FACE (MP3 ONLY)	IN PROCESS	IN PROCESS

Schedule A

V3579 D333

Page 7

TITLE	REGISTRATION #	REGISTRATION DATE
THE HOLLOWAYS- HALLELUJAH I LOVE HER (MP3 ONLY)	IN PROCESS	IN PROCESS
THE HOLLOWAYS-GENERATOR VIDEO	IN PROCESS	IN PROCESS
The Polyphonic Spree-The Fragile Army-Special Edition	IN PROCESS	IN PROCESS
The Polyphonic Spree-RUNNING AWAY (VIDEO)	IN PROCESS	IN PROCESS
Twisted Black-Throw It Up	IN PROCESS	IN PROCESS
The Cinematics - Break	IN PROCESS	IN PROCESS
Towers Of London - Air Guitar	IN PROCESS	IN PROCESS
The Holloways - 2 Left Feet	IN PROCESS	IN PROCESS
Towers Of London - Fuck It Up	IN PROCESS	IN PROCESS
Towers Of London - Fuck It Up (acoustic)	IN PROCESS	IN PROCESS
Towers Of London - How Rude She Was	IN PROCESS	IN PROCESS
WAYNE - MUSIC ON PLASTIC	IN PROCESS	IN PROCESS
Wildliffe Society-Jacktown 601	IN PROCESS	IN PROCESS
Everything Is Illuminated - Soundtrack	IN PROCESS	IN PROCESS
YING YANG TWINS - WHAM BOOM BAM (DIGITAL RELEASE ONLY)	IN PROCESS	IN PROCESS
CRUNK HITS 4	IN PROCESS	IN PROCESS
Be Cool-Soundtrack	IN PROCESS	IN PROCESS

17

EXHIBIT B

ARTIST	ALBUM	REGISTRATION #
Ambulance Ltd.	LP	SR-357-118
Bounty Killer	Fifth Element	SR-267-003
Da Muzicianz	Da Muzicianz	SR-386-715
Gravity Kills	Gravity Kills	SR-266-995
Gravity Kills	Perversion	SR-179-336
Guided By Voices	Do The Collapse	SR-266-966
Guided By Voices	Isolation Drills	SR-301-883
Jacki-0	Poe Little Rich Girl	SR-363-815
Just Jack	Overtones	SR-610-485
Juster	What I See What I Think (Juster)	SR-281-816
Lil Jon & The East Side Boyz	Crunk Juice	SR-361-069
Lil Jon & The East Side Boyz	Kings of Crunk	SR-357-115
Lil Jon & The East Side Boyz	Part II	SR-357-148
Lil Jon & The East Side Boyz	Put Yo Hood Up	SR-303-082
Lumidee	Unexpected	SR-610-509
Marcos Hernandez	C About Me	SR-379-541
Mic Geronimo	The Natural	SR-271-398
Mic Geronimo	Vendetta	SR-271-399
Modern English	I Melt With You	SR-175-624
New Years Day	My Dear	SR-610-487
Pay The Girl	Pay The Girl	SR-329-251
Pitbull	El Mariel	SR-396-336
Pitbull	M.I.A.M.I. (Money Is A Major Issue)	SR-357-121
Pitbull	The Boatlift	SR-613-522
Rise Robots Rise	Rise Robots Rise	SR-168-376
Royal Flush	Ghetto Millionaire	SR-281-665
Sevendust	Animosity	SR-357-116
Sevendust	Home	SR-266-964
Sevendust	Southside Double Wide	SR-357-149
Teedra Moses	Complex Simplicity	SR-375-131
Tha Eastsidaz	Duces n' Trays: The Old Fashioned Way	SR-301-871
The Brian Jonestown Massacre	Strung Out In Heaven	SR-264-138
The Cinematics	A Strange Education	SR-610-493
The Holloways	So This Is Great Britain?	SR-610-507

Towers Of London	Blood Sweat & Towers	SR-392-895
Twisted Black	Street Fame	SR-610-506
Vallejo	Beautiful Life	SR-228-694
Vallejo	Vallejo	SR-228-695
Whoridaz	Hightimes	SR-280-575
Ying Yang Twins	Chemically Imbalanced	SR-398-330
Ying Yang Twins	U.S.A. (United State of Atlanta)	SR-365-986
Yo Gotti	Back 2 Da Basics	SR-386-726

ARTIST

SONG

REGISTRATION #

Cash Money Click
Lil Jon
Supa DJ Dimitry

4 My Click
Snap Yo Fingers
Don't Talk Me Down

SR-281-687
SR-393-963
SR-370-802